

**ARTICLES OF INCORPORATION
OF
NEVADA VETERANS ASSISTANCE LEAGUE, INC.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned do hereby associate themselves together for the purpose of forming a corporation under Title 7, Chapter 82, NRS Nevada Code, and do hereby certify:

FIRST

The name of this corporation shall be NEVADA VETERANS ASSISTANCE LEAGUE, INC. and the corporation shall commence business with the filing of these Articles of Incorporation.

SECOND

This nonprofit corporation is formed and organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America. The business and objectives to be carried on and promoted by it are as follows:

- (a) To assist the Nevada State Veterans Home - Boulder City in providing for the needs of aged, infirm or destitute veterans, their spouses and gold star parents, on a nonprofit basis.
- (b) To provide goods and services specially intended to meet the religious, physical, social, educational, financial, civic, cultural, recreational and psychological needs of residents of the Nevada State Veterans Home - Boulder City thereby promoting their security, happiness, dignity, independence and usefulness;

(c) To establish funds and solicit contributions thereto from individuals, institutions, government, churches, and businesses for the purpose of providing monies for the support of residents of the Nevada State Veterans Home - Boulder City;

(d) To acquire by gift or purchase, real or personal properties, and monies, necessary or incidental to the construction and management of related facilities and services for veterans at the lowest feasible cost;

(e) To exercise such incidental powers as may reasonably be necessary to carry out the purpose and business for which this corporation is established, provided that such incidental powers shall be exercised in a manner consistent with tax-exempt status under section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

THIRD

The period of existence and duration of the life of this corporation shall be perpetual.

FOURTH

The registered agent and physical street address of the corporation shall be: Robert Garlow, Nevada Veterans Assistance League, 808 San Remo Way, Boulder City, NV 89005. The mailing address of the Corporation shall be Nevada Veterans Assistance League, 100 Veterans Memorial Drive, Boulder City, NV 89005.

FIFTH

The names and post office address of the incorporators of this corporation, each of whom is a full age citizen of the United States and each of whom has subscribed for membership herein, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Garlow	808 San Remo Way, Boulder City, NV 89005
C. John Precht	583 Lake Michigan, Boulder City, NV 89005
Irving Finver	3058 S. Kennewick Drive, Las Vegas, NV 89121

SIXTH

The affairs of this corporation shall be managed by a Board of Directors. The Administrator, Volunteer Coordinator and President of the Resident Council of the Nevada State Veterans Home, shall be non-voting, ex-officio members of the Board of Directors. The remaining members will be appointed by executive heads of recognized civic organizations actively serving veterans of the State of Nevada, with the State's federally chartered veterans service organizations receiving first preference. Appointees must be confirmed by the Board of Directors. The qualifications of the directors, together with their terms of office, removal, number, filling of vacancies and of new created directorship, powers, duties, and liabilities shall, except as otherwise provided in these Articles or by the laws of the State of Nevada, be as prescribed by the Bylaws. The directors shall elect officers of the corporation as mandated in the Bylaws. The directors and officers of the corporation shall serve without compensation.

The names and post office addresses of the persons, who shall serve as the initial Board of Directors, until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Garlow	808 San Remo Way, Boulder City, NV 89005
C. John Precht	583 Lake Michigan, Boulder City, NV 89005
Irving Finver	3058 S. Kennewick Drive, Las Vegas, NV 89121

SEVENTH

The Board of Directors shall keep an accurate record of its proceedings, property, assets, and receipts and disbursements. The Board shall prepare an annual statement of the affairs of the corporation, which shall be open for examination by appropriate State officials or upon direction of the Administrator of the Nevada State Veterans Home - Boulder City.

EIGHTH

Provisions for membership in the corporation shall be governed by the Bylaws.

NINTH

Bylaws of the corporation shall be adopted by the directors and may be amended only as provided therein, provided that such Bylaws and amendments thereto shall not conflict with the provisions of these Articles of Incorporation or with the laws of any governmental entity.

TENTH

The Articles of Incorporation, except Articles NINTH and TWELFTH hereof, may be amended by a vote of two-thirds (2/3) majority of the directors of the corporation at any annual meeting or at any special meeting called for that purpose.

ELEVENTH

The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member. The corporation shall not issue any capital stock.

TWELFTH

No part of the net earnings of this corporation shall be distributed to, or inure to the benefit of any member, director, or officer of this corporation, contributor or private individual. In the event of dissolution, winding up or other liquidation of the assets of this corporation, its assets shall be distributed to the Veterans' Home Account, established in the State General Fund, under NRS 417.145, for purposes similar to those of this corporation; provided, however, that the just debts and liabilities of the corporation shall first be paid.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nevada as aforementioned, the undersigned, constituting the incorporators of this Incorporation, have executed theses Articles of Incorporation.

Robert G. Garlow

Date

C. John Precht

Date

Irving Finver

Date

STATE OF NEVADA)
 :
COUNTY OF CLARK)

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared _____, _____, and _____, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Nevada
Residing at Henderson, Nevada